

HFF, Inc.
Form 8-K
April 30, 2009

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

**FORM 8-K
CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): April 27, 2009

HFF, Inc.

(Exact name of Registrant as specified in its charter)

Delaware

(State or Other Jurisdiction
of Incorporation or Organization)

001-33280

(Commission File Number)

51-0610340

(I.R.S. Employer
Identification No.)

**One Oxford Centre
301 Grant Street, Suite 600
Pittsburgh, Pennsylvania 15219
(412) 281-8714**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive
Offices)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

SIGNATURE

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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 27, 2009, HFF, Inc. (the "Company") was notified by McHenry T. Tichenor, a director of the Company, that he would not stand for re-election as a Class III director at the 2009 annual meeting of the Company's stockholders due to other business commitments.

Also on April 27, 2009, after careful consideration of the matter, including the applicable requirements of the New York Stock Exchange (the "NYSE") that a majority of the Company's directors be independent, the Board of Directors fixed the number of directors at seven, effective as of the 2009 annual meeting of the Company's stockholders.

Accordingly, Mark D. Gibson agreed to resign from his position as a Class II director, effective as of the 2009 annual meeting of the Company's stockholders, so as to reduce the number of directors to seven and insure that the Company remains in compliance with the listing standards of the NYSE at such time.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HFF, INC.

Dated: April 30, 2009

By: /s/ Gregory R. Conley
Gregory R. Conley
Chief Financial Officer